

CME GROUP INC.

Form 4

September 03, 2013

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Pieper James V.

(Last) (First) (Middle)

20 S. WACKER DRIVE

(Street)

CHICAGO, IL 60606

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

CME GROUP INC. [CME]

3. Date of Earliest Transaction
(Month/Day/Year)

08/29/2013

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

MD & CAO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock Class A	08/29/2013		M	465 A	\$ 62.83 7,756	D	
Common Stock Class A	08/29/2013		S	465 ⁽¹⁾ D	\$ 70.33 7,291	D	
Common Stock Class A	08/29/2013		M	100 A	\$ 25.4 7,391	D	
Common Stock Class	08/29/2013		S	100 ⁽¹⁾ D	\$ 70.33 7,291	D	

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A							
Common Stock Class	08/29/2013	M	875	A	\$ 50.39	8,166	D
A							
Common Stock Class	08/29/2013	S	875 ⁽¹⁾	D	\$ 70.33	7,291	D
A							
Common Stock Class	08/29/2013	M	1,395	A	\$ 56.87	8,686	D
A							
Common Stock Class	08/29/2013	S	1,395 ⁽¹⁾	D	\$ 70.33	7,291	D
A							
Common Stock Class	08/29/2013	M	1,000	A	\$ 54.37	8,291	D
A							
Common Stock Class	08/29/2013	S	1,000 ⁽¹⁾	D	\$ 70.33	7,291	D
A							
Common Stock Class	08/29/2013	M	2,220	A	\$ 54.3	9,511	D
A							
Common Stock Class	08/29/2013	S	2,220 ⁽¹⁾	D	\$ 70.33	7,291	D
A							
Common Stock Class	08/29/2013	S	2,469 ⁽¹⁾	D	\$ 70.33	4,822	D
A							
Common Stock Class	08/29/2013	S	60 ⁽¹⁾	D	\$ 70.33	4,762	D
A							

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
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Security			Disposed of		Date Exercisable	Expiration Date	Title	Acquired on
			(D)	(A)				
Non-Qualified Stock Option (right to buy)	\$ 25.4	08/29/2013			06/14/2009 ⁽²⁾	06/14/2014	Common Stock Class A	
Non-Qualified Stock Option (right to buy)	\$ 50.39	08/29/2013			06/15/2010 ⁽³⁾	06/15/2015	Common Stock Class A	
Non-Qualified Stock Option (right to buy)	\$ 54.3	08/29/2013			09/15/2012 ⁽⁴⁾	09/15/2020	Common Stock Class A	2
Non-Qualified Stock Option (right to buy)	\$ 54.37	08/29/2013			09/15/2012 ⁽⁵⁾	09/15/2021	Common Stock Class A	1
Non-Qualified Stock Option (right to buy)	\$ 56.87	08/29/2013			09/15/2012 ⁽⁶⁾	09/15/2019	Common Stock Class A	1
Non-Qualified Stock Option (right to buy)	\$ 62.83	08/29/2013			03/15/2013 ⁽⁷⁾	03/15/2020	Common Stock Class A	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pieper James V. 20 S. WACKER DRIVE CHICAGO, IL 60606			MD & CAO	

Signatures

By: Margaret Austin Wright For: James Vincent Pieper 09/03/2013

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) This sale was completed pursuant to the terms of a pre-arranged trading plan established in accordance with Rule 10b5-1.

(2) As of 6/14/2009, this option vested with respect to 100% of the granted number of shares covered by the option.

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- (3) As of 6/15/2010, this option vested with respect to 100% of the granted number of shares covered by the option.
- (4) These options were granted on September 15, 2010. They vest over a four-year period, with 25% vesting one year after the grant date and 25% vesting on that same date in each of the following three years, subject to acceleration or termination in certain circumstances.
- (5) These options were granted on September 15, 2011. They vest over a four-year period, with 25% vesting one year after the grant date and 25% vesting on that same date in each of the following three years, subject to acceleration or termination in certain circumstances.
- (6) These options were granted on September 15, 2009. They vest over a four-year period, with 25% vesting one year after the grant date and 25% vesting on that same date in each of the following three years, subject to acceleration or termination in certain circumstances.
- (7) These options were granted on March 15, 2010. They vest over a four-year period, with 25% vesting one year after the grant date and 25% vesting on that same date in each of the following three years, subject to acceleration or termination in certain circumstances.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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